

**THE
GREENBRIER
COMPANIES**

1-023A077

The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000

January 14, 1991

RECORDATION NO. 16996/A FILED 143
JAN 23 1991 -10 25 AM
INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Recordation
Interstate Commerce Commission
Room 2303
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Ms. Lee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) original copies and two (2) photocopies of a Memorandum of Assignment of Lease Agreement dated as of December 28, 1990, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of July 18, 1990, which was duly filed and recorded on September 9, 1990 and assigned Recordation Number 16996.

The names and addresses of the parties to the enclosed document are:

Assignor: Greenbrier Railcar, Inc.
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Assignee: Chrysler Rail Transportation Corporation
225 High Ridge Road
Stamford, CT 06905-3032

JAN 23 10 17 AM '91
MOTOR OPERATING UNIT

A description of the railroad equipment covered by the enclosed document is:

One hundred (100) 50' 6" 100-ton boxcars manufactured by
Gunderson, Inc. bearing car marks and numbers AGRR 1000

Ms. Mildred Lee
January 14, 1991
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through AGRR 1049, inclusive and AGRR 2000 through
AGRR 2049, inclusive.

Also enclosed is a payment of \$15 payable to the order of the Interstate
Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files
to Ms. Janet E. Hudson, Administrative Assistant, The Greenbrier Companies,
One Centerpointe Drive, Suite 200, Lake Oswego, Oregon 97035.

A short summary of the enclosed secondary document to appear in the
Commission's Index is:

Memorandum of Assignment of Lease Agreement dated as of
December 28, 1990 between Greenbrier Railcar, Inc., Assignor, and
Chrysler Rail Transportation Corporation, Assignee, covering one hundred
(100) 50' 6" 100-ton boxcars manufactured by Gunderson, Inc. bearing car
marks and numbers AGRR 1000 through AGRR 1049, inclusive and
AGRR 2000 through AGRR 2049, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Charles T. Kappler, Esq.

Interstate Commerce Commission
Washington, D.C. 20423

1/24/91

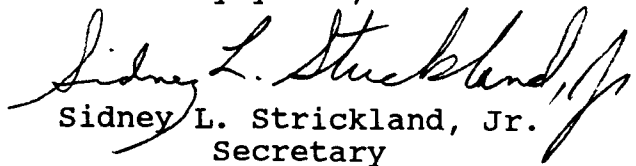
OFFICE OF THE SECRETARY

Janet E. Hudson
The Greenbrier Companies
One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/23/91 at 10:25am, and assigned recordation number(s). 16996-A & 17209

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO

16996A

FILED 162

JAN 23 1991 -10 25 AM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER RAILCAR, INC. ("ASSIGNOR")

AND

CHRYSLER RAIL TRANSPORTATION CORPORATION ("ASSIGNEE")

DECEMBER 28, 1990

Memorandum of Assignment Agreement made and entered into as of December 28, 1990 by and between Greenbrier Railcar, Inc., a Delaware corporation, ("Assignor") and Chrysler Rail Transportation Corporation, a Delaware corporation, ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Stone Container Corporation ("Lessee") one hundred (100) 50' 6" 100-ton boxcars manufactured by Gunderson, Inc. bearing car marks and numbers AGRR 1000 through AGRR 1049, inclusive and AGRR 2000 through AGRR 2049, inclusive (the "Lease").
2. Assignor has agree to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER RAILCAR, INC.

By: Norris M. Webb, U.P.

CHRYSLER RAIL TRANSPORTATION CORPORATION

By: Philip A. Patrice

L010411.CRT

STATE OF OREGON

)

) ss.

COUNTY OF CLACKAMAS

)

On this 4th day of January, 1991, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Vice President of Greenbrier Railcar, Inc. that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/94

STATE OF CONNECTICUT

)

) ss.

COUNTY OF Fairfield

)

On this 7th day of January, 1991, before me personally appeared Philip A. Dabice, to me personally known, who being by me duly sworn, says that he is the Senior Transaction Manager of CHRYSLER RAIL TRANSPORTATION CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Nancy P. Stewart
NOTARY PUBLIC

My commission expires:

NANCY P. STEWART

NOTARY PUBLIC

My Commission Expires March 31, 1991